

BRISTOL MYERS SQUIBB CO
Form 8-K
May 08, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported): **May 5, 2015**

BRISTOL-MYERS SQUIBB COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-1136
(Commission File
Number)

22-0790350
(IRS Employer
Identification
Number)

345 Park Avenue
New York, NY 10154

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(Address of Principal Executive Office)

Registrant's telephone number, including area code: **(212) 546-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting of the Company was held on May 5, 2015.

(b) Stockholders voted on the matters set forth below.

Item 1. The stockholders elected each of the Company's 11 nominees to serve as directors of the Company until the 2016 Annual Meeting based upon the following votes:

| | For | Against | Abstain | Broker Non-Vote |
|----------------------------|---------------|----------------|----------------|------------------------|
| Lamberto Andreotti | 1,183,408,596 | 14,031,996 | 5,258,859 | 264,171,045 |
| Giovanni Caforio, M.D. | 1,185,168,571 | 12,257,208 | 5,273,672 | 264,171,045 |
| Lewis B. Campbell | 1,134,269,969 | 62,353,065 | 6,076,417 | 264,171,045 |
| Laurie H. Glimcher, M.D. | 1,153,022,959 | 44,043,262 | 5,633,230 | 264,171,045 |
| Michael Grobstein | 1,132,657,825 | 63,811,860 | 6,229,766 | 264,171,045 |
| Alan J. Lacy | 1,166,548,184 | 30,698,725 | 5,452,542 | 264,171,045 |
| Thomas J. Lynch, Jr., M.D. | 1,186,200,778 | 11,017,863 | 5,480,810 | 264,171,045 |
| Dinesh C. Paliwal | 1,167,185,717 | 29,729,717 | 5,784,017 | 264,171,045 |
| Vicki L. Sato, Ph.D. | 1,136,250,748 | 60,677,534 | 5,771,169 | 264,171,045 |
| Gerald L. Storch | 1,136,948,128 | 59,483,754 | 6,267,569 | 264,171,045 |
| Togo D. West, Jr. | 1,139,825,008 | 56,727,655 | 6,146,788 | 264,171,045 |

Item 2. The management proposal on the advisory vote to approve the compensation of our named executive officers was approved based upon the following votes:

| For | Against | Abstain | Broker Non-Vote |
|-------------|----------------|----------------|------------------------|
| 677,656,034 | 515,169,275 | 9,874,142 | 264,171,045 |

Item 3. The appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for 2015 was ratified based upon the following votes:

| For | Against | Abstain |
|---------------|----------------|----------------|
| 1,412,919,716 | 47,005,556 | 6,945,224 |

Item 4. The management proposal to amend the Company's Amended and Restated Certificate of Incorporation to designate the Delaware Chancery Court as the exclusive forum for certain legal actions was rejected based upon the following votes:

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| For | Against | Abstain | Broker Non-Vote |
|-------------|----------------|----------------|----------------------------|
| 813,051,694 | 381,625,346 | 8,022,411 | 264,171,045 |

A majority of the outstanding shares was needed for this proposal to be approved.

Item 5. The management proposal to amend the Company's Amended and Restated Certificate of Incorporation to remove the supermajority provisions applicable to preferred stockholders was rejected based upon the following votes:

All Stockholders

| For | Against | Abstain | Broker Non-Vote |
|---------------|----------------|----------------|----------------------------|
| 1,180,927,557 | 13,101,232 | 8,670,662 | 264,171,045 |

Preferred Stockholders

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|----------------------------|
| 1,854 | 190 | 3 | 951 |

A majority of the outstanding shares and two-thirds of the outstanding preferred shares were needed for this proposal to be approved.

Item 6. The stockholder proposal on shareholder action by written consent was rejected based upon the following votes:

| For | Against | Abstain | Broker Non-Vote |
|-------------|----------------|----------------|----------------------------|
| 444,118,025 | 746,517,151 | 12,064,275 | 264,171,045 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRISTOL-MYERS SQUIBB COMPANY

Dated: May 8, 2015

By: /s/ Sandra Leung
Name: Sandra Leung
Title: General Counsel and Corporate Secretary